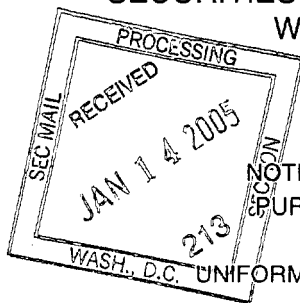


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



05001434

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Juniper Northwest Freeway – Creekwood, Ltd.

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply:) ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☒ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Juniper Northwest Freeway – Creekwood, Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

6750 West Loop South, Suite 850, Bellaire, Texas 77401

713 972-9302

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

The business of the Issuer is to acquire, own, improve, finance, refinance, lease, operate and dispose of the Creekwood Apartments located in Houston, Texas.

Type of Business Organization

☐ corporation ☒ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year
November 2004 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: TX
CN for Canada; FN for other foreign jurisdiction) ☐☐☐

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

PROCESSED

JAN 24 2005

THOMSON
FINANCIAL

A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing part of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Juniper Northwest Freeway, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

6750 West Loop South, Suite 850, Bellaire, Texas 77401

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Goodwin, W. Hunter III

Business or Residence Address (Number and Street, City, State, Zip Code)

711 Tiber Lane, Richmond, Virginia 22901

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lawrence, Kenneth D.

Business or Residence Address (Number and Street, City, State, Zip Code)

28 Dovewood Place, The Woodlands, Texas 77381

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Level One Partners, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

630 Ivy Lane, Charlottesville, Virginia 22901

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

RES, EXPENSES AND USE OF PROCEEDS

is offering and the total amount already
on is an exchange offering, check this
the securities offered for exchange and

Aggregate Offering Price	Amount Already Sold
\$ _____	\$ _____
\$ _____	\$ _____
\$ _____	\$ _____
\$ 630,000.00	\$ 630,000.00
\$ _____	\$ _____
\$ 630,000.00	\$ 630,000.00

who have purchased securities in this
For offerings under Rule 504, indicate
the aggregate dollar amount of their
zero."

Number Investors	Aggregate Dollar Amount of Purchases
_____	\$ _____
_____	\$ _____
_____	\$ _____

information requested for all securities
in the twelve (12) months prior to the
be listed in Part C - Question 1.

Type of Security	Dollar Amount Sold
.....	\$ _____
.....	\$ _____
.....	\$ _____
.....	\$ _____

uance and distribution of the
organization expenses of the issuer.
es. If the amount of an expenditure is
f the estimate.

.....	[] \$ _____
.....	[] \$ _____
.....	[X] \$ 10,000.00
.....	[] \$ _____
.....	[] \$ _____
.....	[] \$ _____
.....	[] \$ _____
.....	[X] \$ 10,000.00

ven in response to Part C -Question 1
on 4.a. This difference is the "adjusted

\$ 620,000.00

B. INFORMATI

- Has the issuer sold, or does the issuer intend to sell, to nor
Answer also in Appendix,
- What is the minimum investment that will be accepted from
- Does the offering permit joint ownership of a single unit?...
- Enter the information requested for each person who has t
similar remuneration for solicitation of purchasers in conne
an associated person or agent of a broker or dealer registe
broker or dealer. If more than five (5) persons to be listed
the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, Sta

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solic
(Check "All States" or check individual States).

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[C
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[M
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[N
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[V

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, Sta

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solic
(Check "All States" or check individual States).

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[C
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[M
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[N
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[V

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, Sta

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solic
(Check "All States" or check individual States).

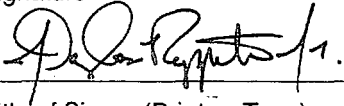
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C -Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 620,000.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working Capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (Specify)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 620,000.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Juniper Northwest Freeway – Creekwood, Ltd.	Signature 	Date January 10, 2005
Name of Signer (Print or Type) J. Douglas Rippeto, Jr.	Title of Signer (Print or Type) Managing Member of Juniper Northwest Freeway, LLC, the General Partner of the Issuer	

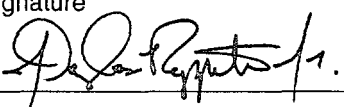
ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒
See Appendix, Column 5, for state response.
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Juniper Northwest Freeway – Creekwood, Ltd.	Signature 	Date January 10, 2005
Name of Signer (Print or Type) J. Douglas Rippeto, Jr.	Title of Signer (Print or Type) Managing Member of Juniper Northwest Freeway, LLC, the General Partner of the Issuer	

Instruction:

Print the name and title of the signing representative under this signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in State (Part C-Item 2)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Partnership Interest	1	\$25,000	0	0		X
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Partnership Interest	6	\$275,000	0	0		X
UT									
VT									
VA		X	Partnership Interest	4	\$300,000	0	0		X
WA									
WV									
WI		X	Partnership Interest	2	\$30,000	0	0		X
WY									
PR									